

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> ,)	Case No. 01-1139 (JKF)
)	(Jointly Administered)
Debtors.)	Re: Docket No. 1554

**ORDER AUTHORIZING THE DEBTORS' TO ACQUIRE THE BUSINESS
AND SUBSTANTIALLY ALL OF THE ASSETS OF ADDIMENT INCORPORATED**

Upon consideration of the motion (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") seeking entry of an order authorizing the Debtors to acquire the business and substantially all of the assets of Addiment Incorporated;¹ and it appearing that the Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their estates and creditors; and that the terms and provisions of the Debtors' acquisition of Addiment and execution of the purchase agreement memorializing the acquisition are fair and reasonable; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Motion is granted as modified herein; and it is further

¹ Capitalized terms not defined herein shall have those meanings ascribed to them in the Motion.

ORDERED that the Debtors are authorized pursuant to section 363 of the Bankruptcy Code to execute the purchase agreement for the acquisition of Addiment for a purchase price not to exceed \$4.5 million, which is hereby approved in its entirety as of the date thereof; and it is further

ORDERED that the Debtors are authorized and empowered to take all actions and execute such other documents as may be necessary to implement the relief granted herein; and it is further

ORDERED that the stay of order authorizing use, sale, or lease of property provided for in Fed. R. Bank. Proc. 6004(g) shall not apply to this Order, and this Order is hereby immediately effective and enforceable; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or in connection with the implementation, enforcement and interpretation of this Order.

Dated: _____, 2002
Wilmington, Delaware

Judith K. Fitzgerald
United States Bankruptcy Judge